



101421754

7.12.00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Ramsey Popcorn Co., Inc.  
 Individual(s)                     Association  
 General Partnership            Limited  
 Corporation-State Indiana Partnership  
 Other:  
Additional name(s) of conveying party(ies) attached?  
 Yes     No

3. Nature of conveyance:  
 Assignment                             Merger  
 Security Agreement            Change of Name  
 Other

Execution Date: June 15, 2000

2. Name and address of receiving party(ies):  
Name: Wells Fargo Business Credit, Inc.  
Internal Address:  
Street Address: 100 East Wisconsin Ave., Suite 1400  
City: Milwaukee State: WI Zip: 53202  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Minnesota  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?  
 Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)  
1,669,654  
1,796,042  
1,161,210  
550,995  
 Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Adam L. Brookman  
Godfrey & Kahn, S.C.  
Internal Address:  
Street Address: 780 N. Water Street  
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[ 4 ]

7. Total fee (37 CFR 3.41): .....\$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/02/2000 MTHAI1 00000244 1669654  
01 FC:481 40.00 DP  
02 FC:482 75.00 DP

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Adam L. Brookman  
Name of Person Signing

Signature


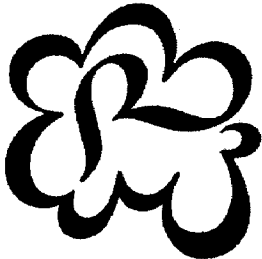
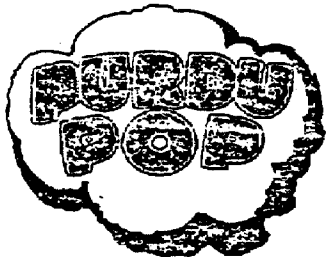
7/7/00  
Date

Total Number of pages, including cover sheet and attachments: [ 3 ]

**Exhibit A**

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
	1,669,654	December 24, 1991
	1,796,042	September 28, 1993
COUSIN WILLIE'S	1,161,210	July 14, 1981
	550,995	November 20, 1951

**NOTICE OF GRANT OF SECURITY AGREEMENT  
IN TRADEMARKS**

UNITED STATES PATENT AND TRADEMARK OFFICE

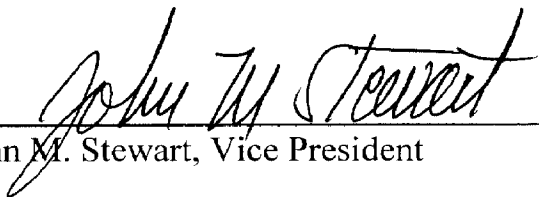
Ladies and Gentlemen:

Please be advised that pursuant to the Trademark Security Agreement dated as of June 15, 2000 (the "Security Agreement"), by RAMSEY POPCORN CO., INC. (the "Debtor") and WELLS FARGO BUSINESS CREDIT, INC. (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon the trademark registrations and/or trademark applications listed in **Exhibit A**, hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registrations or trademark applications.

Very truly yours,

WELLS FARGO BUSINESS CREDIT, INC.

By:   
John M. Stewart, Vice President